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ATG-2

DECLARATION AND POWER OF ATTORNEY

I, Peter A. Burton, declare that I am a citizen of the United States of America, residing and having a post office address at 71-26 Juno Street, Forest Hills, New York;

that I verily believe myself to be the original and first inventor of the invention or discovery in:

METHODS AND APPARATUS FOR ON-LINE ORDERING

which is described and claimed in the specification filed in the United States Patent and Trademark Office on March 22, 2001, as United States Patent Application No. 09/815,449, and for which a patent is sought;

that I have reviewed and do understand the content of said specification, including the claims, and acknowledge my duty to disclose to the United States Patent and Trademark Office information known by me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

that I do not know and do not believe that this invention or discovery was ever known or used in the United States of America before my invention or discovery thereof, or patented or described in any printed publication in any country before my invention or discovery thereof, or more than one year prior to this application; or in public use or on sale in the

United States of America more than one year prior to this application; that this invention or discovery has not been patented or made the subject of an inventor's certificate issued before the date of this application in any country foreign to the United States of America on an application filed by me or my legal representatives or assigns more than twelve months prior to this application; and that no application for patent or inventor's certificate on this invention or discovery has been filed in any country foreign to the United States of America by me or my legal representatives or assigns;

and I hereby claim the benefit under Title 35, United States Code, § 119(e), of United States Provisional Patent Application No. 60/191,359, filed March 22, 2000; United States Provisional Patent Application No. 60/191,205, filed March 22, 2000; United States Provisional Patent Application No. 60/245,503, filed November 3, 2000; United States Provisional Patent Application No. 60/245,826, filed November 3, 2000; and United States Provisional Patent Application No. 60/259,563, filed January 2, 2001.

and I hereby appoint Robert R. Jackson, Reg. No. 26,183, Jeffrey H. Ingerman, Esq., Reg. No. 31,069, Richard M. Feustel, Jr., Reg. No. 46,698, my attorneys, and Edward M. Arons, Reg. No. 44,511, my agent, with power of substitution, and with power of appointment of associate attorneys and agents, and of revocation of their powers, to prosecute this application and any divisions, continuations in whole or in part, renewals and reissues of the same, and to transact all business in the Patent and Trademark Office connected therewith;

and I request that communications be sent to:

Edward M. Arons
Fish & Neave
1251 Avenue of the Americas
New York, New York 10020-1104

and that telephone calls be directed to:

Edward M. Arons
(212) 596-9000.

Wherefore, I pray that Letters Patent be granted to me for the invention or discovery described and claimed in the attached specification and claims, and I hereby subscribe my name to the foregoing specification and claims, and declaration.

I declare, further, that I understand the English language and that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and, further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

6/28/2001
Date

Peter A. Burton
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